

PATTERSON UTI ENERGY INC  
Form 8-K  
June 04, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 4, 2015

**Patterson-UTI Energy, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

0-22664

75-2504748

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

450 Gears Road, Suite 500, Houston, Texas

77067

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

281-765-7100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Top of the Form**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On June 4, 2015, Mr. Cloyce A. Talbott's previously announced retirement from the Board of Directors of Patterson-UTI Energy, Inc. (the Company) became effective, and the Board reduced the size of the Board from eight members to seven members.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of the Company was held on June 4, 2015. Of the 146,446,701 shares of the Company's Common Stock outstanding and entitled to vote at the meeting, 132,609,680 were present either in person or by proxy.

The following describes the matters considered by the Company's stockholders at the Annual Meeting, as well as the votes cast at the meeting:

1. To elect seven directors to the Company's Board of Directors to serve until the next annual meeting of the stockholders or until their respective successors are elected and qualified.

| Nominee            | Votes For   | Votes Withheld | Broker Non-votes |
|--------------------|-------------|----------------|------------------|
| Mark S. Siegel     | 122,779,242 | 1,798,730      | 8,031,708        |
| Kenneth N. Berns   | 122,569,087 | 2,008,885      | 8,031,708        |
| Charles O. Buckner | 121,415,368 | 3,162,604      | 8,031,708        |
| Michael W. Conlon  | 121,085,148 | 3,492,824      | 8,031,708        |
| Curtis W. Huff     | 119,845,116 | 4,732,856      | 8,031,708        |
| Terry H. Hunt      | 122,351,407 | 2,226,565      | 8,031,708        |
| Tiffany J. Thom    | 123,730,272 | 847,700        | 8,031,708        |

2. To cast a vote to approve, on an advisory basis, the Company's compensation of its named executive officers as set forth in the proxy statement for the Annual Meeting.

| Votes For   | Votes Against | Abstentions | Broker Non-votes |
|-------------|---------------|-------------|------------------|
| 100,490,614 | 23,508,353    | 579,005     | 8,031,708        |

3. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

| Votes For   | Votes Against | Abstentions | Broker Non-votes |
|-------------|---------------|-------------|------------------|
| 130,898,238 | 1,190,301     | 521,141     | 0                |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Patterson-UTI Energy, Inc.

*June 4, 2015*

By: */s/ John E. Vollmer III*

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*Name: John E. Vollmer III  
Title: Senior Vice President - Corporate Development, Chief  
Financial Officer and Treasurer*